

KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
Facsimile: (212) 715-8000
Kenneth H. Eckstein
P. Bradley O'Neill
Jordan D. Kaye

Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
BALLY TOTAL FITNESS OF)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,)	
)	
Reorganized Debtors)	
)	

**NOTICE OF EIGHTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS
SEEKING TO DISALLOW CERTAIN DUPLICATE CLAIMS**

**TO THE CLAIMANTS IDENTIFIED IN EXHIBIT 1 TO THE
PROPOSED ORDER ANNEXED HERETO PLEASE TAKE
NOTICE OF THE FOLLOWING:**

1. Bally Total Fitness Holding Corporation (“Bally”) and its direct and indirect subsidiaries in the above-captioned chapter 11 cases (collectively, the “Reorganized Debtors”), filed an objection to one or more proof(s) of claim you filed against one or more of the Reorganized Debtors (the “Objection”). The Objection is attached to this Notice and is entitled “Eighth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (Tier 1 – Duplicate Claims).”
2. **Your proof(s) of claim may be disallowed and/or otherwise affected as a result of the Objection. Therefore, you should read this Notice and the attached Objection carefully.**
3. As described in the Objection, the Reorganized Debtors have determined that one or more of the proofs of claim you filed against one or more of the Reorganized Debtors is a duplicate of at least one other claim you filed. As a result, it is the Reorganized Debtors’ position that you currently assert multiple claims for the same alleged liabilities.

4. The Bankruptcy Court established procedures for the Reorganized Debtors to contest and settle proofs of claims (the “Claims Objection and Settlement Procedures”) [Docket No. 918]. The attached Objection has been designated a “Tier I Objection” under the Claims Objection and Settlement Procedures. As a result, the procedures for Tier I Objections set forth in the Claims Objection and Settlement Procedures govern this Objection. A copy of the Claims Objection and Settlement Procedures can be obtained at Bally’s website at <http://www.kccllc.net/bally>.
5. A hearing (the “Hearing”) on the Objection will be held on October 1, 2009 at 10:00 AM, prevailing Eastern Time, before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Courtroom 623 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.
6. If you disagree with the Objection’s treatment of your proof of claim, a representative of the Reorganized Debtors will be available to discuss a resolution of the Objection. To facilitate such a discussion, you may contact one of the following attorneys for the Reorganized Debtors:
 - ◆ Jordan Kaye at (212) 715-9489; or
 - ◆ Stephen Zide at (212) 715-9492.

The Reorganized Debtors’ attorneys may refer you to another representative of the Reorganized Debtors to resolve certain factual matters.

7. Your discussions with the Reorganized Debtors’ representatives may result in an agreement to settle the Objection to your proof of claim. If you reach an agreement to resolve the Reorganized Debtors’ Objection to your claim you will not need to file a response to the Objection or attend the Hearing. Speaking with Reorganized Debtors’ attorneys or other representatives does NOT mean that you have reached an agreement to resolve the Objection to your proof of claim.
8. If you disagree with the Objection’s treatment of your proof of claim and you are unable to resolve your disagreement with the Reorganized Debtors, you or your attorney **must** file a written response (a “Response”) to the Objection **no later September 21, 2009 at 4:00 PM prevailing Eastern Time** with the Clerk of the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

***** Your failure to file a timely Response may result in the waiver of your rights to contest the relief sought in the Objection. *****

9. You must serve copies of any Response you file so they will be **actually received** no later than **September 21, 2009 at 4:00 PM, 20 days after you receive service of the Objection, prevailing Eastern Time**, by the following parties: (i) the

Reorganized Debtors' attorneys at Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Jordan Kaye; and (ii) the parties on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the "Case Management Order") [Docket No. 173]. A copy of the Case Management Order and the addresses for the parties on the Special Service List can be obtained at Bally's website at <http://www.kccllc.net/bally>.

10. Any Response must contain, at a minimum, the following:
 - ◆ The approved case caption (including the date of the Hearing or Initial Status Conference in the upper right-hand corner) and the title of the Objection to which the Response is directed (e.g., "Response to Eighth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims");
 - ◆ The name of the Claimant and a statement of the basis for the amount of its underlying proof of claim;
 - ◆ A concise statement setting forth the reasons why the Court should not sustain the Objection, including, but not limited to, the factual and legal bases for your opposition to the Objection;
 - ◆ A copy of any documentation or other evidence in support of the Claim that you are aware you will rely upon in opposing the Objection at the Hearing, to the extent that such documentation or evidence was not included with your proof of claim;
 - ◆ A declaration of a person with personal knowledge of the relevant facts that support the Response unless you intend to rely solely on the documents submitted with the proof of claim and Response;
 - ◆ The name(s), address(es), telephone number(s), facsimile number(s) and e-mail address(es) of the person(s) to whom the Reorganized Debtors should serve a reply to the Response (i.e., you and/or your legal representative); and
 - ◆ To facilitate a resolution of Objections, you are encouraged to furnish the Reorganized Debtors with the name(s), address(es), telephone number(s), facsimile number(s) and e-mail addresses of the person(s) who possess the authority to reconcile, settle or otherwise resolve the Objection on your behalf.
11. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Reorganized Debtors' attorneys will be considered by the Court at the Hearing. **If you do not timely file and serve the Response in accordance with the above-referenced procedures, the Court may enter an order granting the relief requested in the**

Objection without further notice or hearing. If you file a Response and the Objection is not otherwise resolved, the Objection will be presented to the Court at the Hearing.

12. The Reorganized Debtors and the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) may file a reply to any Response no later than two business days before the Hearing. At the discretion of the Reorganized Debtors and after notice to you, the Hearing may be adjourned to any subsequent omnibus hearing date in these cases.
13. Upon the receipt of a timely Response, the Reorganized Debtors may designate the Objection to be a Tier II Objection, subject to the procedures for Tier II Objections described in the Claims Objection and Settlement Procedures. If the Reorganized Debtors make such a designation, they will serve on you, your counsel (if applicable), and the parties on the Special Service List, a separate written notice of such designation (a “Tier II Designation”), and a modified Objection Notice which will summarize the Tier II Objection procedures (a “Specialized Notice”).
14. If the Reorganized Debtors determine that discovery is necessary in advance of the Hearing or if Reorganized Debtors are unable to resolve their differences with you through negotiations, the Reorganized Debtors may serve on you, your counsel (if applicable), and the parties on the Special Service List, a notice that the scheduled Hearing will be treated as a status conference during which the Reorganized Debtors will request that the Court issue a scheduling order to facilitate resolution of the litigation.
15. You may obtain copies of any proof of claim filed against the Reorganized Debtors from the website maintained by the Reorganized Debtors’ noticing and claims agent, Kurtzman Carson Consultants (“KCC”), on the Internet at <http://www.kccllc.net/bally>. You can perform a “Claim / Creditor Search” using the Claimant’s name or the claim number. If you do not have access to the Internet, you can request a copy of any proof of claim, pleading or service list from KCC by calling the Bally Information Line at 888-830-4664.

16. Nothing in this Notice or the Objection constitutes a waiver of the Reorganized Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent transfer actions or any other bankruptcy claims against you. The Reorganized Debtors reserve the right to assert additional objections to your proof(s) of claim.

Dated: September 1, 2009
New York, New York

KRAMER LEVIN NAFTALIS &
FRANKEL LLP

/s/ Jordan Kaye
Kenneth H. Eckstein
P. Bradley O'Neill
Jordan D. Kaye
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100

Counsel for Reorganized Debtors

KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
Facsimile: (212) 715-8000
Kenneth H. Eckstein
P. Bradley O'Neill
Jordan D. Kaye

Counsel for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
BALLY TOTAL FITNESS OF)	Case No. 08-14818 (BRL)
GREATER NEW YORK, INC., <i>et al.</i> ,)	
)	
Reorganized Debtors.)	
)	

**EIGHTH OMNIBUS OBJECTION OF REORGANIZED DEBTORS SEEKING
TO DISALLOW CERTAIN DUPLICATE CLAIMS**

(TIER I – DUPLICATE CLAIMS)

TO THE HONORABLE BURTON R. LIFLAND,
UNITED STATES BANKRUPTCY JUDGE:

Bally Total Fitness Holding Corporation (“Bally”) and its direct and indirect subsidiaries in the above-captioned chapter 11 cases, as Reorganized Debtors (collectively, the “Reorganized Debtors”, and together with Bally’s non-debtor subsidiaries, the “Company”), respectfully represent as follows:

General Background

1. On December 3, 2008 (the “Petition Date”), each of the Reorganized Debtors commenced cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On August 19, 2009, this Court entered an order (the “Confirmation Order”) [Docket No. 1408] confirming the Second Amended Joint Plan of Reorganization of the Debtors Under Chapter 11 of the Bankruptcy Code, dated August 14, 2009 (the “Plan”) [Docket No. 1376]. The Effective Date of the Plan occurred on September 1, 2009 (the “Effective Date”).

3. Pursuant to Article IV of the Plan, the Reorganized Debtors’ estates have been substantively consolidated for, among other things, the purpose of distributions to creditors.

Background Regarding the Claims Process

4. On January 20, 2009, the Reorganized Debtors filed their respective schedules of assets and liabilities (collectively and as amended, the “Schedules”), which identified approximately 4,000 potential creditors of their estate. In addition, on March 4, 2009 the Reorganized Debtors amended their Schedules and identified approximately 35,000 additional potential creditors of their estate.

5. By an order entered on January 23, 2009 (the “Bar Date Order”) [Docket No. 514], the Court established March 9, 2009, as the general bar date for creditors to file proofs of claim asserting prepetition liabilities against the Reorganized Debtors (the “General Bar Date”). The Bar Date Order, among other things, also established bar dates for the filing of proofs of claim in response to any amendments to the Schedules and claims for damages arising from the rejection of executory contracts and unexpired leases (collectively with the General Bar Date, the “Bar Dates”).¹ A notice of the Bar Dates (the “Bar Date Notice”) was served on all known creditors and potential

¹ Under the Bar Date Order, certain types of claims, including claims afforded administrative expense status, are not subject to the Bar Dates.

creditors in accordance with the requirements of the Bar Date Order. The Bar Date Notice was published on February 2, 2009 in *USA Today* (national edition) and the *Chicago Tribune* (classifieds).

6. In response to the Bar Date Notice, approximately 3,550 unsecured, secured, priority and administrative claims (collectively, the “Claims”) have been asserted in approximately 3,250 proofs of claim filed in these cases to date. Taking into account Claims have been expunged, an aggregate of 3,374 Claims and 1,411 Scheduled Claims are currently pending against the Reorganized Debtors, identifying asserted liabilities in excess of \$20.7 billion, plus unliquidated amounts.

7. On April 15, 2009, the Reorganized Debtors filed the Motion for an Order Establishing Claims Objection and Settlement Procedures (“Claims Objection and Settlement Procedures Motion”) [Docket No. 892]. On April 29, 2009, the Court granted the Claims Objection and Settlement Procedures Motion and entered an order establishing claims objection and settlement procedures (the “Claims Objection and Settlement Procedures”) [Docket No. 918].

Jurisdiction

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Requested Relief

9. Pursuant to sections 105 and 502 of the Bankruptcy Code, Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Claims Objection and Settlement Procedures, the Reorganized Debtors hereby seek entry of the proposed order attached hereto as Exhibit A (the “Proposed Order”) disallowing

and expunging the duplicate proofs of claim (the “Disputed Claims”) marked as “Expunged” on the chart attached to the Proposed Order as Exhibit 1 (the “Duplicate Claims List”).

10. By this Objection, the Reorganized Debtors seek to expunge a total of \$223,582.37 in administrative priority claims, \$2,661,878.17 in priority claims, \$252,176,424.86 in secured claims, and \$4,958,905.16 in general unsecured claims.

Request to Disallow the Disputed Claims

11. This Objection is designated as a “Tier I” Objection. Pursuant to the Claims Objection and Settlement Procedures, Tier I Objections include objections to, among other things, (a) two or more proofs of claim asserting the same liability against the same Debtor or bankruptcy estate; (b) a proof of claim that was amended or superseded by a later filed proof of claim or (c) any other similar situation where two claims duplicatively assert the same liability in whole or in part. See Claims Objection and Settlement Procedures at § I.A.1.

12. Pursuant to the Plan, the Reorganized Debtors are consolidated for the purpose of making distributions hereunder. Because holders of allowed claims “shall be entitled to their share of assets available for distribution . . . without regard to which Debtor was originally liable for such Claim,” otherwise identical claims that have been asserted against two or more Reorganized Debtors are effectively duplicate claims for distribution purposes. See Plan Art. IV.

13. Certain of the claimants identified on the Duplicate Claims List (collectively, the “Claimants”) filed identical claims against two or more of the Reorganized Debtors. Because of the Reorganized Debtors’ consolidation under the Plan

for distribution purposes, such Claimants will be entitled to receive only a single distribution on account of their duplicate claims (assuming such claims are valid).

14. Other Claimants filed duplicate claims against a single debtor; these Claimants will also be entitled to only a single distribution from the Reorganized Debtors provided their claims are valid.

15. All Claimants who filed Disputed Claims – both those who filed against two or more Debtors and those who filed against a single Debtor – currently assert multiple claims for the same liabilities. Accordingly, by this Objection, the Reorganized Debtors seek to disallow and expunge the Disputed Claims and thereby limit each Claimant to a single remaining claim against, and a single potential recovery from, the Reorganized Debtors’ estate (as consolidated under the Plan) arising from a single alleged obligation.

16. For each of the Disputed Claims, the Reorganized Debtors have identified a surviving claim asserting the same liability (a “Surviving Claim”), which will be unaffected by the relief requested in this Objection. The Surviving Claims are identified as “Surviving” on the Duplicate Claims List. The Claimants’ rights to assert the liabilities alleged in the Surviving Claims against the Reorganized Debtors’ estate will be preserved, subject to the Reorganized Debtors’ ongoing rights to object to the Surviving Claims on any grounds.

17. For all of the foregoing reasons, the Disputed Claims should be disallowed and expunged.

Reservation of Rights

18. The Reorganized Debtors reserve the right to object further to each of the Surviving Claims and, to the extent not disallowed and expunged, the Disputed

Claims on any and all additional factual or legal grounds. Without limiting the generality of the foregoing, the Reorganized Debtors specifically reserve the right to amend this Objection, file additional papers in support of this Objection or take other appropriate actions, including to: (a) respond to any allegation or defense that may be raised in a Response filed in accordance with the Claims Objection and Settlement Procedures by or on behalf of any of the Claimants or other interested parties; (b) object further to any Disputed Claim for which a Claimant provides (or attempts to provide) additional documentation or substantiation; (c) object further to any Disputed Claim based on additional information that may be discovered upon further review by the Reorganized Debtors or through discovery pursuant to the applicable provisions of Part VII of the Bankruptcy Rules and Section I.B.9 of the Claims Objection and Settlement Procedures; and (d) in the event the Reorganized Debtors deem it necessary, redesignate this Objection as a Tier II Objection (as such term is defined in the Claims Objection and Settlement Procedures) as to any particular claim. In addition, as described above and as contemplated and permitted under the Claims Objection and Settlement Procedures, the Reorganized Debtors reserve and retain their rights to object to the Surviving Claims on any and all available grounds.

Notice

19. Pursuant to the Claims Objection and Settlement Procedures, notice of this Objection has been given to (a) the party whose name appears in the address and notice block for each Claim subject to the Tier 1 Objection; (b) the parties identified on the Special Service List in these cases, established under the Administrative Order Establishing Case Management and Scheduling Procedures (as it may be further amended, the “Case Management Order”) [Docket No. 173]; and (c) the parties on the

General Service List in these cases, established under the Case Management Order. The method of service for all parties served with a Tier 1 Objection shall be as set forth in the Case Management Order. The Reorganized Debtors submit that no other or further notice need be provided.

WHEREFORE, the Reorganized Debtors respectfully request that the Court (i) enter an order, substantially in the form attached hereto as Exhibit A disallowing and expunging the Disputed Claims and (ii) grant such other and further relief to the Reorganized Debtors as the Court may deem proper.

Dated: September 1, 2009
New York, New York

KRAMER LEVIN NAFTALIS &
FRANKEL LLP

/s/ Jordan Kaye
Kenneth H. Eckstein
P. Bradley O'Neill
Jordan D. Kaye
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100

Counsel for Reorganized Debtors

EXHIBIT A
PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re)	
)	Chapter 11
BALLY TOTAL FITNESS OF)	
GREATER NEW YORK, INC., <u>et al.</u> ,)	Case No. 08-14818 (BRL)
)	
)	
Reorganized Debtors.)	
)	
-----	X	

EIGHTH ORDER DISALLOWING DUPLICATE CLAIMS

(TIER I – DUPLICATE CLAIMS)

This matter coming before the Court on the Eighth Omnibus Objection of Reorganized Debtors Seeking to Disallow Certain Duplicate Claims (the “Objection”),² filed by the Reorganized Debtors in the above-captioned cases (collectively, the “Reorganized Debtors”); the Court having reviewed the Objection and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Claims Procedures Order; and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein;

² Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.
2. Each of the claims identified as “Expunged” on the chart annexed as Exhibit 1 hereto is expunged, pursuant to section 502 of the Bankruptcy Code.
3. Each of the claims identified as a “Surviving Claim” on the chart annexed as Exhibit 1 hereto is unaffected by the relief granted herein. The Reorganized Debtors retain their rights to object to the Surviving Claims on any and all available grounds.
4. The Reorganized Debtors; the Reorganized Debtors’ claims and noticing agent, Kurtzman Carson Consultants; and the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

Dated: _____, 2009
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Mkrtich Vartanyan	1115	2/18/09	SURVIVING	Mkrtich Vartanyan c/o Carol D Kellogg 290 East Verdugo Avenue Suite 209 Burbank, CA 91502-1340				\$450,000.00	Bally Total Fitness Corporation
Mkrtich Vartanyan	1116	2/18/09	EXPUNGED	Mkrtich Vartanyan c/o Carol D Kellogg 290 East Verdugo Avenue Suite 209 Burbank, CA 91502-1340				\$450,000.00	Bally Total Fitness Franchising, Inc.
Mkrtich Vartanyan	1111	2/18/09	EXPUNGED	Mkrtich Vartanyan c/o Carol D Kellogg 290 East Verdugo Avenue Suite 209 Burbank, CA 91502-1340				\$450,000.00	Bally Total Fitness of California, Inc.
Montgomery County Municipal Utility District No 19	3159	5/1/09	SURVIVING	Montgomery County Municipal Utility District No 19 Lori G Aylett Smith Murdaugh Little & Bonham LLP 1100 Louisiana St Ste 400 Houston, TX 77002				\$812.24	Bally Total Fitness of Greater New York, Inc.
Montgomery County Municipal Utility District No 19	3140	4/24/09	EXPUNGED	Montgomery County Municipal Utility District No 19 Smith Murdaugh Little & Bonham LLP 1100 Louisiana St Ste 400 Houston, TX 77002				\$812.24	Bally Total Fitness of Greater New York, Inc.
Montgomery County Municipal Utility District No 19	3160	4/27/09	SURVIVING	Montgomery County Municipal Utility District No 19 Lori G Aylett Smith Murdaugh Little & Bonham LLP 1100 Louisiana St Ste 400 Houston, TX 77002				\$564.75	Bally Total Fitness of Greater New York, Inc.
Montgomery County Municipal Utility District No 19	3139	4/24/09	EXPUNGED	Montgomery County Municipal Utility District No 19 Smith Murdaugh Little & Bonham LLP 1100 Louisiana St Ste 400 Houston, TX 77002				\$564.75	Bally Total Fitness of Greater New York, Inc.
Morgan Stanley Capital Services Inc	2568	3/6/09	SURVIVING	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness Corporation
Morgan Stanley Capital Services Inc	2399	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Franchising Holdings, Inc.
Morgan Stanley Capital Services Inc	2651	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness International, Inc.
Morgan Stanley Capital Services Inc	2650	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness Franchising, Inc.
Morgan Stanley Capital Services Inc	2649	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of California, Inc.
Morgan Stanley Capital Services Inc	2558	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Minnesota, Inc.
Morgan Stanley Capital Services Inc	2459	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Holiday Health Clubs of the East Coast, Inc.

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Capital Services Inc	2458	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Sports Clubs, Inc.
Morgan Stanley Capital Services Inc	2457	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Holiday/Southeast Holding Corporation
Morgan Stanley Capital Services Inc	2456	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Rhode Island, Inc.
Morgan Stanley Capital Services Inc	2455	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Greater Philly No. 2 Holding Company
Morgan Stanley Capital Services Inc	2454	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Connecticut Valley, Inc.
Morgan Stanley Capital Services Inc	2453	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
Morgan Stanley Capital Services Inc	2422	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Colorado, Inc.
Morgan Stanley Capital Services Inc	2416	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally REFS West Hartford LLC
Morgan Stanley Capital Services Inc	2415	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Connecticut Coast, Inc.
Morgan Stanley Capital Services Inc	2406	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Franchise RSC, Inc.
Morgan Stanley Capital Services Inc	2603	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Fitness Franchising, Inc.
Morgan Stanley Capital Services Inc	2602	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness Holding Corporation
Morgan Stanley Capital Services Inc	2601	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Capital Services Inc	2599	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Health & Tennis Corporation of New York
Morgan Stanley Capital Services Inc	2598	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Jack LaLanne Holding Corp.
Morgan Stanley Capital Services Inc	2597	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	New Fitness Holding Co., Inc.
Morgan Stanley Capital Services Inc	2595	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Rhode Island Holding Company
Morgan Stanley Capital Services Inc	2577	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Tidelands Holiday Health Clubs, Inc.
Morgan Stanley Capital Services Inc	2573	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	U.S. Health, Inc.
Morgan Stanley Capital Services Inc	2572	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Philadelphia, Inc.
Morgan Stanley Capital Services Inc	2570	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Missouri, Inc.
Morgan Stanley Capital Services Inc	2567	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	BTF/CFI, Inc.
Morgan Stanley Capital Services Inc	2566	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of the Southeast, Inc.
Morgan Stanley Capital Services Inc	2565	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Toledo, Inc.
Morgan Stanley Capital Services Inc	2563	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of Upstate New York, Inc.
Morgan Stanley Capital Services Inc	2562	3/6/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Bally Total Fitness of the Midwest, Inc.

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Morgan Stanley Capital Services Inc	2596	3/10/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Nycon Holding Co., Inc.
Morgan Stanley Capital Services Inc	2600	3/10/09	EXPUNGED	Morgan Stanley Capital Services Inc J Gregory St Clair & Elise O Connell Skadden Arps Slate Meagher & Flom LLP 4 Times Sq New York, NY 10036			\$7,416,708.50	UNLIQUIDATED	Greater Philly No. 1 Holding Company
MSW 21069 Military Trail LLC	2006	3/9/09	SURVIVING	MSW 21069 Military Trail LLC Howard B Levi Esq Levi Lubarsky & Feigenbaum LLP 1185 Ave of the Americas 17th Fl New York, NY 10036				\$244,062.50	Bally Total Fitness Holding Corporation
MSW 21069 Military Trail LLC	2004	3/9/09	EXPUNGED	MSW 21069 Military Trail LLC Howard B Levi Esq Levi Lubarsky & Feigenbaum LLP 1185 Ave of the Americas 17th Fl New York, NY 10036				\$244,062.50	Bally Total Fitness of the Midwest, Inc.
New York State Department of Taxation and Finance	2731	3/16/09	SURVIVING	New York State Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300		\$2,661,878.17		\$5,755.29	Bally Total Fitness of Greater New York, Inc.
New York State Department of Taxation and Finance	2505	3/10/09	EXPUNGED	New York State Department of Taxation and Finance Bankruptcy Section PO Box 5300 Albany, NY 12205-0300		\$2,661,878.17		\$5,755.29	Bally Total Fitness of Greater New York, Inc.
NMC Melrose Park LLC et al	202	1/9/09	SURVIVING	NMC Melrose Park LLC et al c o Ian S Landsberg Landsberg Margulies LLP 16030 Ventura Blvd Ste 470 Encino, CA 91436	\$65,492.75			\$169,042.25	Bally Total Fitness Corporation
NMC Melrose Park LLC et al	201	1/9/09	EXPUNGED	NMC Melrose Park LLC et al c o Ian S Landsberg Landsberg Margulies LLP 16030 Ventura Blvd Ste 470 Encino, CA 91436	\$65,492.75			\$169,042.25	Bally Total Fitness of Greater New York, Inc.
NMC Melrose Park LLC et al	200	1/9/09	EXPUNGED	NMC Melrose Park LLC et al c o Ian S Landsberg Landsberg Margulies LLP 16030 Ventura Blvd Ste 470 Encino, CA 91436	\$65,492.75			\$169,042.25	Bally Total Fitness Holding Corporation
NMC Melrose Park LLC et al	199	1/9/09	EXPUNGED	NMC Melrose Park LLC et al c o Ian S Landsberg Landsberg Margulies LLP 16030 Ventura Blvd Ste 470 Encino, CA 91436	\$65,492.75			\$169,042.25	Bally Total Fitness of California, Inc.
OKS AMERIDIAL	1707	2/23/09	SURVIVING	OKS AMERIDIAL ATTN MARY STEENROD 4535 STRAUSSER ST N W NORTH CANTON, OH 44720				\$22,697.00	Bally Total Fitness Corporation
OKS Ameridial Inc	18	12/23/08	EXPUNGED	OKS Ameridial Inc Attn Mary Steenrod 4535 Strausser St North Canton, OH 44720				\$22,697.00	Bally Total Fitness Holding Corporation
Paul A Toback	2990	3/6/09	SURVIVING	Paul A Toback Daniel A Kaufman Esq Michael Best & Friedrich LLP 180 N Stetson Ste 2000 Chicago, IL 60601				UNLIQUIDATED	Bally Total Fitness Corporation

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
Paul A Toback	2989	4/6/09	EXPUNGED	Paul A Toback Daniel A Kaufman Esq Michael Best & Friedrich LLP 180 N Stetson Ste 2000 Chicago, IL 60601				UNLIQUIDATED	Bally Total Fitness Holding Corporation
Philip E Kay Esq	1746	3/6/09	SURVIVING	Philip E Kay Esq Law Offices of Philip E Kay 736 43rd Ave San Francisco, CA 94121				UNLIQUIDATED	Bally Total Fitness Corporation
Philip E Kay Esq	2284	3/6/09	EXPUNGED	Philip E Kay Esq Law Offices of Philip E Kay 736 43rd Ave San Francisco, CA 94121				UNLIQUIDATED	Bally Total Fitness Holding Corporation
Philip E Kay Esq	1879	3/6/09	EXPUNGED	Philip E Kay Esq Law Offices of Philip E Kay 736 43rd Ave San Francisco, CA 94121				UNLIQUIDATED	Bally Total Fitness of Greater New York, Inc.
Philip E Kay Esq	1736	3/6/09	EXPUNGED	Philip E Kay Esq Law Offices of Philip E Kay 736 43rd Ave San Francisco, CA 94121				UNLIQUIDATED	BTF/CFI, Inc.
Philip E Kay Esq	1729	3/6/09	EXPUNGED	Philip E Kay Esq Law Offices of Philip E Kay 736 43rd Ave San Francisco, CA 94121				UNLIQUIDATED	Health & Tennis Corporation of New York
Philip E Kay Esq	1458	3/6/09	EXPUNGED	Philip E Kay Esq Law Offices of Philip E Kay 736 43rd Ave San Francisco, CA 94121				UNLIQUIDATED	Bally Total Fitness of the Mid-Atlantic, Inc.
POOL N PATIO	645	2/10/09	SURVIVING	POOL N PATIO 2171 EAST 3300 SO SALT LAKE CITY, UT 84109				\$7,576.26	Bally Total Fitness Corporation
Pool N Patio Supply	278	12/19/08	EXPUNGED	Pool N Patio Supply 2171 E 3300 S Salt Lake City, UT 84109				\$7,576.26	Bally Total Fitness of Greater New York, Inc.
PRO MOTION TECHNOLOGY GROUP LLC	2460	2/17/09	SURVIVING	PRO MOTION TECHNOLOGY GROUP LLC 29755 BECK ROAD WIXOM, MI 48393				\$481.50	Bally Total Fitness International, Inc.
PRO MOTION TECHNOLOGY GROUP LLC	581	2/6/09	EXPUNGED	PRO MOTION TECHNOLOGY GROUP LLC 29755 BECK RD WIXOM, MI 48393				\$481.50	Bally Total Fitness Corporation
Proskauer Rose LLP	2021	3/9/09	SURVIVING	Proskauer Rose LLP Jeffrey W Levitan Esq 1585 Broadway New York, NY 10036-8299				\$131,285.15	Bally Total Fitness Corporation
Proskauer Rose LLP	2018	3/9/09	EXPUNGED	Proskauer Rose LLP Jeffrey W Levitan Esq 1585 Broadway New York, NY 10036-8299				\$131,285.15	Bally Total Fitness Holding Corporation
Qwest Communications Company LLC	2319	3/6/09	SURVIVING	Qwest Communications Company LLC Attn Jane Frey Qwest Communications Company LLC fka Qwest Communications Corporation 1801 California St 9th Fl Denver, CO 80202				\$91,480.22	Bally Total Fitness Corporation
Qwest Communications Company LLC	2320	3/6/09	EXPUNGED	Qwest Communications Company LLC Attn Jane Frey Qwest Communications Company LLC fka Qwest Communications Corporation 1801 California St 9th Fl Denver, CO 80202				\$91,480.22	Bally Total Fitness Holding Corporation

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin	Priority	Secured	General Unsecured	Debtor Name
Qwest Communications Company LLC	2318	3/6/09	EXPUNGED	Qwest Communications Company LLC Attn Jane Frey Qwest Communications Company LLC fka Qwest Communications Corporation 1801 California St 9th Fl Denver, CO 80202				\$91,480.22	Bally Total Fitness of Greater New York, Inc.
Qwest Corporation	2323	3/6/09	SURVIVING	Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202				\$5,714.89	Bally Total Fitness Corporation
Qwest Corporation	2324	3/6/09	EXPUNGED	Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202				\$5,714.89	Bally Total Fitness Holding Corporation
Qwest Corporation	2322	3/6/09	EXPUNGED	Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202				\$5,714.89	Bally Total Fitness of Colorado, Inc.
Qwest Corporation	2321	3/6/09	EXPUNGED	Qwest Corporation Attn Jane Frey 1801 California St 9th Fl Denver, CO 80202				\$5,714.89	Bally Total Fitness of Greater New York, Inc.
R Paniagua Inc	3228	5/28/09	SURVIVING	R Paniagua Inc Attn Ricardo E Oquendo Esq Davidoff Malito & Hutcher LLP 605 3rd Ave New York, NY 10158				\$13,000.00	Bally Total Fitness of Greater New York, Inc.
R Paniagua Inc	3223	5/28/09	EXPUNGED	R Paniagua Inc Davidoff Malito & Hutcher LLP 605 3rd Ave New York, NY 10158				\$13,000.00	Bally Total Fitness Corporation
RAFAELA OCHOA	2490	3/9/09	SURVIVING	RAFAELA OCHOA STABINSKI & FUNT P A NORMAN FUNT ESQ 757 NW 27TH AVE 3RD FL MIAMI, FL 33125				\$275,000.00	Bally Total Fitness Corporation
RAFAELA OCHOA	2492	3/9/09	EXPUNGED	RAFAELA OCHOA STABINSKI & FUNT P A NORMAN FUNT ESQ 757 NW 27TH AVE 3RD FL MIAMI, FL 33125				\$275,000.00	Bally Total Fitness of Greater New York, Inc.
RAFAELA OCHOA	2487	3/9/09	EXPUNGED	RAFAELA OCHOA STABINSKI & FUNT P A NORMAN FUNT ESQ 757 NW 27TH AVE 3RD FL MIAMI, FL 33125				\$275,000.00	Bally Total Fitness Holding Corporation
Recabaren Ranch Development Inc	1791	3/9/09	SURVIVING	Recabaren Ranch Development Inc Stephen C Grebing Esq 600 W Broadway 7th Fl San Diego, CA 92101				\$375,539.73	Bally Total Fitness Corporation
Recabaren Ranch Development Inc	1792	3/9/09	EXPUNGED	Recabaren Ranch Development Inc Stephen C Grebing Esq 600 W Broadway 7th Fl San Diego, CA 92101				\$375,539.73	Bally Total Fitness of California, Inc.
Richard Thomas	2506	3/9/09	SURVIVING	Richard Thomas 158 Linden Boulevard Apt 9 Brooklyn, NY 11226				\$500,000.00	Bally Total Fitness Corporation
RICHARD THOMAS	2561	3/9/09	EXPUNGED	RICHARD THOMAS 158 LINDEN BLVD APT 9 BROOKLYN, NY 11226				\$500,000.00	Bally Total Fitness Corporation

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
ROBERT HARMAN	2507	3/9/09	SURVIVING	ROBERT HARMAN c/o Charles Falkenberg III Karlin & Fleisher LLC 111 W Washington St Ste 1505 Chicago, IL 60602				\$75,000.00	Bally Total Fitness Corporation
ROBERT HARMAN	2508	3/9/09	EXPUNGED	ROBERT HARMAN C/O CHARLES FALKENBERG III KARLIN & FLEISHER LLC RE ROBERT HARMAN V BALLY TOTAL FITNESS 111W WASHINGTON ST STE 1505 CHICAGO, IL 60602				\$75,000.00	BTF/CFI, Inc.
Robert Porco & Christina Porco his wife	2082	3/4/09	SURVIVING	Robert Porco & Christina Porco his wife c/o Krupnick Campbell Malone Buser etal Walter G Campbell Jr 700 SE 3rd Ave Suite 100 Fort Lauderdale, FL 33316				\$1,000,000.00	Bally Total Fitness Corporation
Robert Porco & Christina Porco his wife	2081	3/4/09	EXPUNGED	Robert Porco & Christina Porco his wife c/o Krupnick Campbell Malone Buser etal Walter G Campbell Jr 700 SE 3rd Ave Suite 100 Fort Lauderdale, FL 33316				\$1,000,000.00	Bally Total Fitness Holding Corporation
Ronald and Claudia More	3379	7/23/09	SURVIVING	Ronald and Claudia More c o Jared Kahn Esq Reeves Kahn & Hennessy Portland , OR 97206	\$23,839.00				Bally Total Fitness Corporation
Ronald and Claudia More	3352	7/24/09	EXPUNGED	Ronald and Claudia More c o Jared Kahn Esq Reeves Kahn & Hennessy 4035 SE 52nd Ave Portland , OR 97206	\$23,839.00				Bally Total Fitness Corporation
Ruth F Redmond and Howard P Schnitz Co Trustees and Howard P Schnitz	1513	3/2/09	SURVIVING	Ruth F Redmond and Howard P Schnitz Co Trustees and Howard P Schnitz c o Leon Friedberg 1461159 366 E Broad St Columbus, OH 43215				\$54,569.50	Bally Total Fitness of the Midwest, Inc.
Ruth F Redmond and Howard P Schnitz Co Trustees and Howard P Schnitz	1514	3/2/09	EXPUNGED	Ruth F Redmond and Howard P Schnitz Co Trustees and Howard P Schnitz c o Leon Friedberg 1461159 366 E Broad St Columbus, OH 43215				\$54,569.50	Bally Total Fitness Holding Corporation
S & K Asphalt & Concrete Co Inc	561	2/4/09	SURVIVING	S & K Asphalt & Concrete Co Inc Mark Craig Esq Brouse McDowell LPA 388 S Main St Ste 500 Akron, OH 44311				\$6,600.00	Bally Total Fitness of the Midwest, Inc.
S & K Asphalt & Concrete Co Inc	328	12/30/08	EXPUNGED	S & K Asphalt & Concrete Co Inc 2275 Manchester Rd Akron, OH 44314				\$6,600.00	Bally Total Fitness of Greater New York, Inc.
Sandor Feher	2840	3/10/09	SURVIVING	Sandor Feher Andrew H Sherman Esq Sills Cummis & Gross PC One Riverfront Plz Newark, NJ 07102				\$201,950.00	Bally Total Fitness Holding Corporation
Sandor Feher	2918	3/30/09	EXPUNGED	Sandor Feher Lucas F Hammonds Esq Sills Cummis & Gross PC One Riverfront Plz Newark, NJ 07102				\$201,950.00	Bally Total Fitness Holding Corporation

Exhibit 1 - Duplicate Claims List

Claimant Name	Claim No.	Date Filed	Disposition	Mailing Address	Admin Priority	Priority	Secured	General Unsecured	Debtor Name
SargeCorp LLC dba The Sergeants Program	2041	3/9/09	SURVIVING	SargeCorp LLC dba The Sergeants Program Attn Robert Grimes SargeCorp LLC 10220 River Rd Ste 115 Potomac, MD 20854				\$43,682.01	Bally Total Fitness Corporation
SargeCorp LLC dba The Sergeants Program	2466	3/9/09	EXPUNGED	SargeCorp LLC dba The Sergeants Program Attn Robert Grimes SargeCorp LLC 10220 River Rd Ste 115 Potomac, MD 20854				\$43,682.01	Bally Total Fitness Holding Corporation
SargeCorp LLC dba The Sergeants Program	2043	3/9/09	EXPUNGED	SargeCorp LLC dba The Sergeants Program Attn Robert Grimes SargeCorp LLC 10220 River Rd Ste 115 Potomac, MD 20854				\$43,682.01	Bally Total Fitness of the Mid-Atlantic, Inc.
Second Woodhaven Associates	3172	3/4/09	SURVIVING	Second Woodhaven Associates Attn Glen S Howarth c o J&W Management Corp 505 Park Ave Ste 302 New York, NY 10022	\$3,265.12			\$42,562.73	Bally Total Fitness Corporation
Second Woodhaven Associates	2217	3/3/09	EXPUNGED	Second Woodhaven Associates Attn Glen S Howarth c o J&W Management Corp 505 Park Ave Ste 302 New York, NY 10022	\$3,265.12			\$42,562.73	Bally Total Fitness International, Inc.
Spotless Buildings Services LLC	3181	5/18/09	SURVIVING	Spotless Buildings Services LLC Mathew D Menghini Esq McCarthy Leonard & Kaemmerer LC 400 S Woods Mill Rd Ste 250 Chesterfield, MO 63017				\$31,500.00	Bally Total Fitness of Missouri, Inc.
Spotless Buildings Services LLC	822	2/12/09	EXPUNGED	Spotless Buildings Services LLC Mathew D Menghini Esq McCarthy Leonard & Kaemmerer LC 400 S Woods Mill Rd Ste 250 Chesterfield, MO 63017				\$31,500.00	Bally Total Fitness of Missouri, Inc.
TAGS AWARDS & SPECIALTIES	1812	2/23/09	SURVIVING	TAGS AWARDS & SPECIALTIES 3643 PACIFIC AVE SE OLYMPIA, WA 98501				\$352.63	Bally Total Fitness Corporation
TAGS AWARDS & SPECIALTIES	1811	2/23/09	EXPUNGED	TAGS AWARDS & SPECIALTIES 3643 PACIFIC AVE SE OLYMPIA, WA 98501				\$352.63	Bally Total Fitness Corporation
Tarrant County	305	12/23/08	SURVIVING	Tarrant County Elizabeth Weller Linebarger Goggan Blair & Sampson LLP 2323 Bryan St Ste 1600 Dallas, TX 75201			\$8,335.86		Bally Total Fitness Corporation
Tarrant County	500	12/23/08	EXPUNGED	Tarrant County Elizabeth Weller Linebarger Goggan Blair & Sampson LLP 2323 Bryan St Ste 1600 Dallas, TX 75201			\$8,335.86		Bally Total Fitness Corporation
TOTAL:					\$223,582.37	\$2,661,878.17	\$252,176,424.86	\$4,958,905.16	